

FILED
Western District of Washington

MAR 13 2009

U.S. Court

The Honorable Karen A. Overstreet
Chapter 11
Hearing Location: 700 Stewart St., Rm. 7206
Hearing Date: March 13, 2009
Hearing Time: 9:30 a.m.
Response Date: Time of Hearing

**UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF WASHINGTON
AT SEATTLE**

In re

ENTELLIUM CORPORATION
Tax ID 20-0596005,

Debtor.

Lead Case No. 08-18286
(Administratively Consolidated with
08-18287)

**ORDER APPROVING SALE OF ASSETS FREE
AND CLEAR**

ENTELLUM N.A.
Tax ID 98-0388185,

Debtor.

THIS MATTER came on for hearing on the motion (the "Motion") of Entellium N.A., ("Debtor"), pursuant to 11 U.S.C. Section 363, for an order approving the sale of the Debtor's personal property remaining after the sale of its substantial assets to Intuit [Docket No. 170] to the party making the highest and best offer. The highest and best offer for certain personal property of Debtor located at its former offices at 1011 Western Ave., Suite 800, Seattle, WA 98104 (the "Office Property Offer") was made by NP Waterfront Place, LLC, a Delaware limited liability company, ("Waterfront Place"), and is attached hereto as Exhibit 1. The highest and best offer for a certain trade booth owned by the Debtor (the "Trade Booth Offer") was made by Sarah Brooke Photography and is attached hereto as Exhibit 2. Having considered the records

1 and files herein, including the Motion, the Office Property Offer and the Trade Booth Offer, the
2 presentation of counsel (if any), and all other pleadings submitted in connection with the Motion,
3 and finding that notice of the Motion was adequate under the circumstances, and that the sales
4 pursuant to the Office Property Offer and the Trade Booth Offer are in the best interest of the
5 estate; it is hereby Ordered that:

7 1. The terms of the Office Property Offer are approved, and any remaining property
8 of the Debtor remaining at its former offices at 1011 Western Ave., Suite 800, Seattle, WA
9 98104, if any, are hereby included in the Office Property Offer.

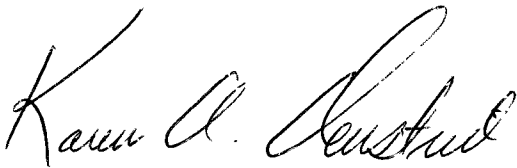
11 2. The terms of the Trade Booth Offer are hereby approved.

12 3. Debtor is authorized to take all actions necessary to carry out the terms of the
13 approved Office Property Offer and the Trade Booth Offer, the terms of which offers are
14 incorporated herein by this reference.

15 4. Debtor is authorized to sell any other property which it may discover it owns to
16 the highest and best buyer without further order of this Court so long as it has the written
17 concurrence of the Official Unsecured Creditors' Committee.

18 5. Any liens, claims, encumbrances or interests in any assets (if any) conveyed to
19 third parties pursuant to the terms of this Order shall attach to the purchase price to be received
20 by the Debtor from the purchaser of such asset(s) with the same priority and validity as they
21 exist presently in respect to such assets.

22 DATED this 13th day of March 2009.

24 
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26 HONORABLE KAREN A. OVERSTREET
27 United States Bankruptcy Judge
28

1 Presented by:

2 KARR TUTTLE CAMPBELL

3
4 By: 

5 George S. Treperinas, WSBA #15434
6 Derek Little, WSBA #40560
7 Attorneys for Debtor-in-Possession,
8 Entellium N.A.
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Exhibit 1

Summary of Waterfront Place Offer to purchase Entellium N.A. personal property remaining in the former leased space (1011 Western 8th Floor Seattle) for \$13,000 which includes:

- All business furniture, workstations, and marker boards.
- All carpet tile down in space and boxed in storage room.
- All remaining electronics within space. (All computers, phones, racks, projectors, and all other electronic appliances in space).
- Any remaining items of personal property remaining in the former leased space.

-----Original Message-----

From: robert.labate@hklaw.com [mailto:robert.labate@hklaw.com]

Sent: Thursday, February 19, 2009 10:58 AM

To: George S. Treperinas

Cc: charlesm@entellium.com; Jonathan.McCall@blackrock.com;
brendac@jshproperties.com; jeremy.litt@blackrock.com

Subject: RE: Sale of Entellium FF&E at the Premises

George,

I've conferred with the Landlord and we'd like to proceed with the sale but for \$13,000 if that is acceptable. Also, would I be correct in stating that the sale is for any and all of the Debtor's Fixtures, Furniture and Equipment remaining on the Premises? If not, what FF&E is excluded? If acceptable, will you file and present the motion?

Thanks for your willingness to work out this arrangement. Your cooperation is much appreciated.

Regards,

Bob

Robert J. Labate, Partner / Holland Knight

131 S. Dearborn Street, 30th Floor, Chicago, IL 60603

(312) 715 5751 (Direct)/(312) 578-6666 (Fax) / robert.labate@hklaw.com

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Exhibit 2



Melisah Wojitchja

VP Human Resources

Entellium NA

Dear Melisah,

Sarah Brooke Photography would like to purchase Entellium's small trade show booth for \$250. The item is a curved wall panel appropriate for a 10x10 trade show booth space. Packaged, the booth looks like a small black plastic case about 3.5 ft high.

If interested, please contact Sarah Carpinelli at 206-790-7541.

Sincerely,

Sarah Carpinelli

Professional Photographer

sarah@sarahbrookeportraits.com